

RECORDATION NO. 26204-I FILED  
OCT 20 '06 10-16 AM  
SURFACE TRANSPORTATION BOARD

Law Offices of  
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Towson, MD 21204  
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October 20, 2006

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efileing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of October 20, 2006. The primary document to which this is connected is recorded under Recordation No. 26204. We request that one copy of this document be recorded under Recordation No. 26204-I.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Chase Equipment Leasing, Inc.  
1111 Polaris Parkway, Suite A3  
Columbus, OH 43065

Lessee:

Public Service Company of Colorado  
1099 18th Street  
Denver, CO 80202

A description of the equipment covered by the Memorandum of Lease Agreement consists of 124 FreightCar America Aluminum Rotary AutoFlood III™ Railcars numbered XCLX 060682-060805, inclusive.

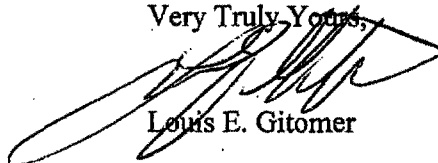
Honorable Vernon A. Williams  
October 20, 2006  
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A fee of \$ 34.00 is enclosed. Please return one original to:

Louis E. Gitomer  
600 Baltimore Avenue  
Suite 301  
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Chase Equipment Leasing, Inc., 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and Public Service Company of Colorado, 1099 18th Street, Denver, CO 80202, covering 124 FreightCar America Aluminum Rotary AutoFlood III™ Railcars numbered XCLX 060682-060805, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO.

26204-I

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**MEMORANDUM OF LEASE AGREEMENT**

dated as of October 20, 2006

between

**CHASE EQUIPMENT LEASING INC.,**  
as Lessor,

and

**PUBLIC SERVICE COMPANY OF COLORADO,**  
as Lessee,

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## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of October 20, 2006, by and between CHASE EQUIPMENT LEASING INC. ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and PUBLIC SERVICE COMPANY OF COLORADO ("Lessee"), 800 Nicollet Mall, Minneapolis, MN 55402, with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.
2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

CHASE EQUIPMENT LEASING INC.

By: Cherie L. Oliveto  
Name: Cherie L. Oliveto  
Title: Funding Manager

PUBLIC SERVICE COMPANY OF COLORADO

By: George E. Tyson, II  
Name: George E. Tyson, II  
Title: Vice President & Treasurer

STATE OF OHIO

COUNTY OF DELAWARE

)  
) ss.  
)

On this 27 day of September 2006, before me, Tami Weikel the undersigned Notary Public, personally appeared Cherie Oliveto personally known to me to be the person who executed the within instrument as Funding Manager on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]



TAMI WEIKEL  
Notary Public, State of Ohio  
My Commission Expires Oct. 28, 2008

Tami Weikel  
Notary Public

My commission expires:

Oct 26 2006

STATE OF MINNESOTA            )  
  ) ss.  
CITY OF MINNEAPOLIS        )

On this 25<sup>th</sup> day of September 2006, before me, Sharon Quellhorst the undersigned Notary Public, personally appeared George E. Tyson, II personally known to me to be the person who executed the within instrument as Vice President & Treasurer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Sharon M. Quellhorst  
Notary Public

My commission expires:

Jan 31 2010

**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

One Hundred Twenty-Four (124) FreightCar America Aluminum Rotary AutoFlood III™  
Railcars numbered XCLX 060682 – 060805 inclusive